

EXHIBIT B

**WRITTEN CONSENT TO ACTION
TAKEN BY THE MEMBERS AND MANAGER OF
AVALON HOLDINGS, LLC**

The undersigned Members and sole Manager of Avalon Holdings, LLC, do hereby adopt by written consent, pursuant to the Revised Mississippi Limited Liability Company Act, the following Resolutions as being the actions of the Members and Manager:

RESOLVED: That certain Contract for the Sale and Purchase of Real Estate dated February 7, 2024 (the "Agreement"), between Avalon Holdings, LLC, a Mississippi limited liability company (the "Company") as seller, and Pinebelt LLC, a Mississippi limited liability company ("Buyer") as buyer, which Agreement provides for the sale of the Company's property located at 1203 Sgt. John Pittman Drive, Greenwood, MS (the "Property") by the Company to Buyer for the sum of \$1,075,000, together with such other and further agreements and documents as may be contemplated thereby, and the Company's performance of its obligations thereunder, are hereby authorized and approved in all respects.

FURTHER RESOLVED, that the net proceeds of sale after payment of debt to Trustmark National Bank, brokers' commission to Taylor Auction, and expenses of sale shall be paid into the registry of United States District Court for the Southern District of Mississippi, in connection with that action styled *United States v. Nancy W. New and Zachary W. New*, 3:21-CR-028-CWR-FKB.

FURTHER RESOLVED, that Nancy W. New, in her capacity as Manager, is authorized to execute and deliver on behalf of the Company the Agreement together with such deeds or other instruments of conveyance, agreements, certificates, or documents as may be contemplated thereby or required in connection therewith, and take all such actions, as may be necessary, desirable or appropriate in connection with the Agreement and the transactions contemplated thereby.

This Written Consent is dated and shall be effective as of March 29, 2024.



Nancy W. New, Member and Manager

Zachary W. New, Member

EXHIBIT B

**WRITTEN CONSENT TO ACTION
TAKEN BY THE MEMBERS AND MANAGER OF
AVALON HOLDINGS, LLC**

The undersigned Members and sole Manager of Avalon Holdings, LLC, do hereby adopt by written consent, pursuant to the Revised Mississippi Limited Liability Company Act, the following Resolutions as being the actions of the Members and Manager:

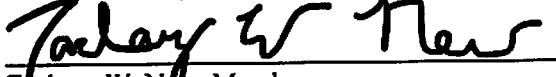
RESOLVED: That certain Contract for the Sale and Purchase of Real Estate dated February 7, 2024 (the "Agreement"), between Avalon Holdings, LLC, a Mississippi limited liability company (the "Company") as seller, and Pinebelt LLC, a Mississippi limited liability company ("Buyer") as buyer, which Agreement provides for the sale of the Company's property located at 1203 Sgt. John Pittman Drive, Greenwood, MS (the "Property") by the Company to Buyer for the sum of \$1,075,000, together with such other and further agreements and documents as may be contemplated thereby, and the Company's performance of its obligations thereunder, are hereby authorized and approved in all respects.

FURTHER RESOLVED, that the net proceeds of sale after payment of debt to Trustmark National Bank, brokers' commission to Taylor Auction, and expenses of sale shall be paid into the registry of United States District Court for the Southern District of Mississippi, in connection with that action styled *United States v. Nancy W. New and Zachary W. New*, 3:21-CR-028-CWR-FKB.

FURTHER RESOLVED, that Nancy W. New, in her capacity as Manager, is authorized to execute and deliver on behalf of the Company the Agreement together with such deeds or other instruments of conveyance, agreements, certificates, or documents as may be contemplated thereby or required in connection therewith, and take all such actions, as may be necessary, desirable or appropriate in connection with the Agreement and the transactions contemplated thereby.

This Written Consent is dated and shall be effective as of March 29, 2024.

Nancy W. New, Member and Manager



Zachary W. New, Member